

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:

MANHATTAN COUNTRY SCHOOL,
a/k/a MANHATTAN COUNTRY
SCHOOL, INC.,

Debtor.

Chapter 11

Case No. 25-11009 (DSJ)

**CONSENT ORDER RESOLVING APPLICATION OF ADP TOTALSOURCE, INC.
SEEKING RELIEF FROM THE AUTOMATIC STAY**

Upon consideration of the application [Docket No. 52] filed by ADP TotalSource, Inc. (“TotalSource”) seeking relief from the automatic stay (the “Motion”), and any objections to the Motion; and Albert Togut, not individually but solely in his capacity of Chapter 7 Interim Trustee (“Trustee”) of the estate (the “Estate”) of Manhattan Country School, a/k/a Manhattan Country School, Inc. (the “Debtor”), having consented to the relief provided in this order (the “Order”); and sufficient notice of the Motion and Order having been provided under the circumstances; and good cause having been shown, it is hereby:

ORDERED, that the Motion is granted as provided herein; and it is further

ORDERED, that TotalSource's Client Services Agreement ("CSA") entered into with Manhattan Country School is hereby terminated in accordance with its terms; and it is further

ORDERED, that notwithstanding such termination, TotalSource will: (i) continue to provide Worksite Employees, as such term is defined in the CSA, with health insurance coverage through June 30, 2025; (ii) file quarterly tax forms with the Internal Revenue Service and state taxing authorities relating to payroll through the termination date (such employment tax withholdings being filed under TotalSource's applicable tax i.d. number); (iii) issue W-2 Wage and Tax Statements to Worksite Employees for 2025 when due; (iv) distribute to Worksite Employees COBRA notices upon termination of their health coverage on June 30, 2025, in order to permit them to continue health insurance coverage as provided by COBRA, (v) upon submission by the Trustee to TotalSource of TotalSource's standard External Administrator Non-Disclosure Agreement and External Administrator Access/Removal Request, permit the Trustee access to TotalSource's portal previously available to the Debtor for a period of one year following termination, such portal to be accessible using the Debtor's login information, and (vi) respond to reasonable requests by the Trustee for such information not contained in the portal and that is maintained by TotalSource in the ordinary course of its business in accordance with its record retention policy and guidelines (collectively, the "Post-Termination Services"); and it is further

ORDERED, that, for the avoidance of doubt, TotalSource shall not be entitled to an administrative expense claims pursuant to section 503(b) of the Bankruptcy Code for the provision of any Post-Termination Services to the Trustee or the Estate; and

ORDERED, that the stay imposed by Bankruptcy Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedures is hereby waived.

Dated: _____, 2025
New York, New York

Honorable David S. Jones
United States Bankruptcy Judge

The undersigned hereby consent to the form
and entry of the foregoing order:

Scarinci Hollenbeck LLP
Co-Counsel for ADP TotalSource, Inc.

By: /s/ David Edelberg
David Edelberg

Togut Segal and Segal LLP
Attorneys for Albert Togut, as Chapter 7 Trustee

By: /s/ Neil Berger
Neil Berger